

# **EXHIBIT 1**

UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION  
Washington, D.C.

OMB APPROVAL

OMB Number: 3235-0076  
Estimated Average burden  
hours per response: 4.0

# FORM D

## Notice of Exempt Offering of Securities

### 1. Issuer's Identity

CIK (Filer ID Number)

0001576280

Previous Name(s) ☒ None

Name of Issuer

Guardant Health, Inc.

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other

Jurisdiction of  
Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☐ Over Five Years Ago

☒ Within Last Five Years (Specify Year) 2011

☐ Yet to Be Formed

### 2. Principal Place of Business and Contact Information

Name of Issuer

Guardant Health, Inc.

Street Address 1

2686 MIDDLEFIELD ROAD

Street Address 2

SUITE C,D,E

City

REDWOOD CITY

State/Province/Country

CALIFORNIA

ZIP/Postal Code

94063

Phone No. of Issuer

650-290-7575

### 3. Related Persons

Last Name	First Name	Middle Name
Eltoukhy	Helmy	
Street Address 1	Street Address 2	
2686 Middlefield Road	Suite C,D,E	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94063
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Talasaz	AmirAli	
Street Address 1	Street Address 2	
2686 Middlefield Road	Suite C,D,E	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94063
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Wiley	Michael	
Street Address 1	Street Address 2	
2686 Middlefield Road	Suite C,D,E	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94063
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Hogarth	Warren	
Street Address 1	Street Address 2	
2686 Middlefield Road	Suite C,D,E	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94063
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

## 4. Industry Group

☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

☐ Other Banking & Financial Services

Business Services

Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

Health Care

☒ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

Manufacturing

Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

Retailing

Restaurants

Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

☐ Other

## 5. Issuer Size

Revenue Range

☐ No Revenues

☐ \$1 - \$1,000,000

☐ \$1,000,001 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$100,000,000

☐ Over \$100,000,000

☒ Decline to Disclose

☐ Not Applicable

Aggregate Net Asset Value Range

☐ No Aggregate Net Asset Value

☐ \$1 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$50,000,000

☐ \$50,000,001 - \$100,000,000

☐ Over \$100,000,000

☐ Decline to Disclose

☐ Not Applicable

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506(b)              |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Rule 506(c)                         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Securities Act Section 4(a)(5)      |
|  | <input type="checkbox"/> Investment Company Act Section 3(c) |

## 7. Type of Filing

- ☒ New Notice      Date of First Sale   **2013-04-22**      ☐ First Sale Yet to Occur
- ☐ Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?      ☐ Yes      ☒ No

## 9. Type(s) of Securities Offered (select all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Pooled Investment Fund Interests  | <input checked="" type="checkbox"/> Equity   |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input type="checkbox"/> Debt  |
| <input type="checkbox"/> Mineral Property Securities   | <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)  |

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?      ☐ Yes      ☒ No

Clarification of Response (if Necessary)

## 11. Minimum Investment

Minimum investment accepted from any outside investor      \$ **0** USD

## 12. Sales Compensation

Recipient		Recipient CRD Number		<input type="checkbox"/>	None		
(Associated) Broker or Dealer		<input type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number		<input type="checkbox"/>	None
Street Address 1		Street Address 2					
City		State/Province/Country		ZIP/Postal Code			
State(s) of Solicitation		<input type="checkbox"/>	All States				

## 13. Offering and Sales Amounts

Total Offering Amount	\$ 10000000 USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$ 9216476 USD	
Total Remaining to be Sold	\$ 783524 USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)  
Series A Preferred Stock

## 14. Investors

- ☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,  
Number of such non-accredited investors who already have invested in the offering
- Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 36

## 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$ 0 USD	<input type="checkbox"/> Estimate
Finders' Fees	\$ 0 USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary)

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

# Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Guardant Health, Inc.	/s/ Michael Wiley	Michael Wiley	Secretary	2014-02-14



# **EXHIBIT 2**

UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION  
Washington, D.C.

OMB APPROVAL

OMB Number: 3235-0076  
Estimated Average burden  
hours per response: 4.0

# FORM D

## Notice of Exempt Offering of Securities

### 1. Issuer's Identity

CIK (Filer ID Number)

0001576280

Previous Name(s) ☒ None

Name of Issuer

Guardant Health, Inc.

Entity Type

☒

Corporation

☐

Limited Partnership

☐

Limited Liability Company

☐

General Partnership

☐

Business Trust

☐

Other

Jurisdiction of

Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☐

Over Five Years Ago

☒

Within Last Five Years (Specify Year) 2011

☐

Yet to Be Formed

### 2. Principal Place of Business and Contact Information

Name of Issuer

Guardant Health, Inc.

Street Address 1

2686 MIDDLEFIELD ROAD

Street Address 2

SUITE D

City

REDWOOD CITY

State/Province/Country

CALIFORNIA

ZIP/Postal Code

94063

Phone No. of Issuer

650-290-7575

### 3. Related Persons

Last Name	First Name	Middle Name
Eltoukhy	Helmy	
Street Address 1	Street Address 2	
2686 Middlefield Road	Suite C,D,E	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94063
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Talasaz	AmirAli	
Street Address 1	Street Address 2	
2686 Middlefield Road	Suite C,D,E	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94063
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Wiley	Michael	
Street Address 1	Street Address 2	
2686 Middlefield Road	Suite C,D,E	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94063
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Hogarth	Warren	
Street Address 1	Street Address 2	
2686 Middlefield Road	Suite C,D,E	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94063
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name

Kaur

First Name

Samir

Middle Name

Street Address 1

c/o Guardant Health, Inc.

Street Address 2

2686 Middlefield Road, Suite C,D,E

City

Redwood City

State/Province/Country

CALIFORNIA

ZIP/Postal Code

94063

Relationship:

☐

Executive Officer

☒

Director

☐

Promoter

Clarification of Response (if Necessary)

---

## 4. Industry Group

☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

☐ Other Banking & Financial Services

Health Care

☒ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

Retailing

☐ Restaurants

Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

Other

☐ Business Services

Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

Manufacturing

Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

## 5. Issuer Size

Revenue Range

☐ No Revenues

☐ \$1 - \$1,000,000

☐ \$1,000,001 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$100,000,000

☐ Over \$100,000,000

☒ Decline to Disclose

☐ Not Applicable

Aggregate Net Asset Value Range

☐ No Aggregate Net Asset Value

☐ \$1 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$50,000,000

☐ \$50,000,001 - \$100,000,000

☐ Over \$100,000,000

☐ Decline to Disclose

☐ Not Applicable

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506(b)              |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Rule 506(c)                         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Securities Act Section 4(a)(5)      |
|  | <input type="checkbox"/> Investment Company Act Section 3(c) |

## 7. Type of Filing

- ☒ New Notice      Date of First Sale   **2014-04-11**      ☐ First Sale Yet to Occur
- ☐ Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?      ☐ Yes      ☒ No

## 9. Type(s) of Securities Offered (select all that apply)

- |  |   |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests  | <input checked="" type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities   | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)   |

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?      ☐ Yes      ☒ No

Clarification of Response (if Necessary)

## 11. Minimum Investment

Minimum investment accepted from any outside investor      \$ **0** USD

# 12. Sales Compensation

Recipient		Recipient CRD Number		<input type="checkbox"/>	None		
(Associated) Broker or Dealer		<input type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number		<input type="checkbox"/>	None
Street Address 1		Street Address 2					
City		State/Province/Country		ZIP/Postal Code			
State(s) of Solicitation		<input type="checkbox"/>	All States				

## 13. Offering and Sales Amounts

Total Offering Amount	\$ 32500000	USD	<input type="checkbox"/>	Indefinite
Total Amount Sold	\$ 31500000	USD		
Total Remaining to be Sold	\$ 1000000	USD	<input type="checkbox"/>	Indefinite

Clarification of Response (if Necessary)  
Series B Preferred Stock

## 14. Investors

- ☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering
- Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 7

## 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$ 0	USD	<input type="checkbox"/>	Estimate
Finders' Fees	\$ 0	USD	<input type="checkbox"/>	Estimate

Clarification of Response (if Necessary)

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0	USD	<input type="checkbox"/>	Estimate
------	-----	--------------------------	----------

Clarification of Response (if Necessary)



# Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Guardant Health, Inc.	/s/ Michael Wiley	Michael Wiley	Secretary	2014-04-22

# **EXHIBIT 3**

UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION  
Washington, D.C.

OMB APPROVAL

OMB Number: 3235-0076  
Estimated Average burden  
hours per response: 4.0

# FORM D

## Notice of Exempt Offering of Securities

### 1. Issuer's Identity

CIK (Filer ID Number)

0001576280

Previous Name(s) ☒ None

Name of Issuer

Guardant Health, Inc.

Entity Type

☒

Corporation

☐

Limited Partnership

☐

Limited Liability Company

☐

General Partnership

☐

Business Trust

☐

Other

Jurisdiction of

Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☐

Over Five Years Ago

☒

Within Last Five Years (Specify Year)

2011

☐

Yet to Be Formed

### 2. Principal Place of Business and Contact Information

Name of Issuer

Guardant Health, Inc.

Street Address 1

2686 MIDDLEFIELD ROAD

Street Address 2

SUITE C,D,E

City

REDWOOD CITY

State/Province/Country

CALIFORNIA

ZIP/Postal Code

94063

Phone No. of Issuer

650-290-7575

### 3. Related Persons

Last Name	First Name	Middle Name
Eltoukhy	Helmy	
Street Address 1	Street Address 2	
2686 Middlefield Road	Suite C,D,E	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94063
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Talasaz	AmirAli	
Street Address 1	Street Address 2	
2686 Middlefield Road	Suite C,D,E	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94063
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Wiley	Michael	
Street Address 1	Street Address 2	
2686 Middlefield Road	Suite C,D,E	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94063
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Hogarth	Warren	
Street Address 1	Street Address 2	
2686 Middlefield Road	Suite C,D,E	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94063
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name

Kaul

First Name

Samir

Middle Name

Street Address 1

c/o Guardant Health, Inc.

Street Address 2

2686 Middlefield Road, Suite C,D,E

City

Redwood City

State/Province/Country

CALIFORNIA

ZIP/Postal Code

94063

Relationship:

☐

Executive Officer

☒

Director

☐

Promoter

Clarification of Response (if Necessary)

---

## 4. Industry Group

☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

☐ Other Banking & Financial Services

Health Care

☒ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

Retailing

☐ Restaurants

Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

Other

☐ Business Services

Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

Manufacturing

Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

## 5. Issuer Size

Revenue Range

☐ No Revenues

☐ \$1 - \$1,000,000

☐ \$1,000,001 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$100,000,000

☐ Over \$100,000,000

☒ Decline to Disclose

☐ Not Applicable

Aggregate Net Asset Value Range

☐ No Aggregate Net Asset Value

☐ \$1 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$50,000,000

☐ \$50,000,001 - \$100,000,000

☐ Over \$100,000,000

☐ Decline to Disclose

☐ Not Applicable

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506(b)              |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Rule 506(c)                         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Securities Act Section 4(a)(5)      |
|  | <input type="checkbox"/> Investment Company Act Section 3(c) |

## 7. Type of Filing

- ☒ New Notice      Date of First Sale   **2014-12-16**      ☐ First Sale Yet to Occur
- ☐ Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?      ☐ Yes      ☒ No

## 9. Type(s) of Securities Offered (select all that apply)

- |  |   |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests  | <input checked="" type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities   | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)   |

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?      ☐ Yes      ☒ No

Clarification of Response (if Necessary)

## 11. Minimum Investment

Minimum investment accepted from any outside investor      \$ **0** USD

# 12. Sales Compensation

Recipient		Recipient CRD Number		<input type="checkbox"/>	None		
(Associated) Broker or Dealer		<input type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number		<input type="checkbox"/>	None
Street Address 1		Street Address 2					
City		State/Province/Country		ZIP/Postal Code			
State(s) of Solicitation		<input type="checkbox"/>	All States				



## 13. Offering and Sales Amounts

Total Offering Amount	\$ 60000000	USD	<input type="checkbox"/>	Indefinite
Total Amount Sold	\$ 55999351	USD		
Total Remaining to be Sold	\$ 4000649	USD	<input type="checkbox"/>	Indefinite

Clarification of Response (if Necessary)  
Series C Preferred Stock and Common Stock issuable upon conversion of Series C Preferred Stock.

## 14. Investors

- ☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,  
Number of such non-accredited investors who already have invested in the offering
- Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 21

## 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$ 0	USD	<input type="checkbox"/>	Estimate
Finders' Fees	\$ 0	USD	<input type="checkbox"/>	Estimate

Clarification of Response (if Necessary)

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0	USD	<input type="checkbox"/>	Estimate
------	-----	--------------------------	----------

Clarification of Response (if Necessary)

# Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Guardant Health, Inc.	/s/ Michael Wiley	Michael Wiley	Secretary	2015-03-27

# **EXHIBIT 4**

UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION  
Washington, D.C.

OMB APPROVAL
OMB Number: 3235-0076 Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
0001576280		<input checked="" type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
Guardant Health, Inc.		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="checkbox"/> General Partnership
DELAWARE		<input type="checkbox"/> Business Trust
		<input type="checkbox"/> Other

Year of Incorporation/Organization

☐ Over Five Years Ago

☒ Within Last Five Years (Specify Year) 2011

☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer			
Guardant Health, Inc.			
Street Address 1		Street Address 2	
505 PENOBSCOT DR.			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
REDWOOD CITY	CALIFORNIA	94063	855-698-8887

3. Related Persons

Last Name	First Name	Middle Name
Eltoukhy	Helmy	
Street Address 1	Street Address 2	
c/o Guardant Health, Inc.	505 Penobscot Drive	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94068
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Talasaz	AmirAli	
Street Address 1	Street Address 2	
c/o Guardant Health, Inc.	505 Penobscot Drive	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94068
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Wiley	Michael	
Street Address 1	Street Address 2	
c/o Guardant Health, Inc.	505 Penobscot Drive	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94068
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Hilaly	Aaref	
Street Address 1	Street Address 2	
c/o Guardant Health, Inc.	505 Penobscot Drive	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94068
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Kaul	Samir	
Street Address 1	Street Address 2	
c/o Guardant Health, Inc.	505 Penobscot Drive	
City	State/Province/Country	ZIP/Postal Code
Redwood City	CALIFORNIA	94063
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
		<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

---

4. Industry Group

☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

☐ Other Banking & Financial Services

Business Services

Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

Health Care

☒ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

☐ Manufacturing

Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

☐ Retailing

☐ Restaurants

Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

☐ Other

5. Issuer Size

Revenue Range

☐ No Revenues

☐ \$1 - \$1,000,000

☐ \$1,000,001 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$100,000,000

☐ Over \$100,000,000

☒ Decline to Disclose

☐ Not Applicable

Aggregate Net Asset Value Range

☐ No Aggregate Net Asset Value

☐ \$1 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$50,000,000

☐ \$50,000,001 - \$100,000,000

☐ Over \$100,000,000

☐ Decline to Disclose

☐ Not Applicable

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506(b)              |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Rule 506(c)                         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Securities Act Section 4(a)(5)      |
|  | <input type="checkbox"/> Investment Company Act Section 3(c) |

## 7. Type of Filing

- |  |                                      |  |
|--|--------------------------------------|--|
| <input checked="" type="checkbox"/> New Notice | Date of First Sale <b>2015-12-21</b> | <input type="checkbox"/> First Sale Yet to Occur |
| <input type="checkbox"/> Amendment             |                                      |  |

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

## 9. Type(s) of Securities Offered (select all that apply)

- |  |   |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests  | <input checked="" type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities   | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)   |

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

## 11. Minimum Investment

Minimum investment accepted from any outside investor **\$ 0 USD**



12. Sales Compensation

Recipient		Recipient CRD Number		<input type="checkbox"/>	None
(Associated) Broker or Dealer		<input type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number	
		<input type="checkbox"/>	None		
Street Address 1		Street Address 2			
City		State/Province/Country		ZIP/Postal Code	
State(s) of Solicitation		<input type="checkbox"/>	All States		

13. Offering and Sales Amounts

Total Offering Amount	\$	100000000	USD	<input type="checkbox"/>	Indefinite
Total Amount Sold	\$	82843833	USD		
Total Remaining to be Sold	\$	17156167	USD	<input type="checkbox"/>	Indefinite

Clarification of Response (if Necessary)  
Series D Preferred Stock and Common Stock issuable upon conversion of Series D Preferred Stock.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,  
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 14

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$	0	USD	<input type="checkbox"/>	Estimate
Finders' Fees	\$	0	USD	<input type="checkbox"/>	Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$	0	USD	<input type="checkbox"/>	Estimate
----	---	-----	--------------------------	----------

Clarification of Response (if Necessary)

# Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Guardant Health, Inc.	/s/ Michael Wiley	Michael Wiley	Secretary	2016-03-24

# EXHIBIT 5

# Guardant Health Named a 2015 Technology Pioneer by World Economic Forum

Recognized as Leader for Groundbreaking Work in Cancer Diagnostics



**GUARDANT** HEALTH

---

NEWS PROVIDED BY

**Guardant Health →**

Aug 26, 2014, 08:00 ET

---

REDWOOD CITY, Calif., Aug. 26, 2014 /PRNewswire/ -- Guardant Health, a healthcare company focused on the development and commercialization of oncology diagnostic products, has been recognized today by the World Economic Forum as a 2015 Technology Pioneer. As an innovator in non-invasive, tumor profiling, Guardant Health is one of 24 companies across a wide variety of industries and regions to receive this prestigious accolade.

**Guardant360®**, Guardant Health's first commercially available product, is a first-in-kind blood test that comprehensively sequences a patient's cancer in real-time to aid oncologists in making more informed, personalized treatment decisions without the cost, time, and risk of a traditional tissue biopsy. **Guardant360** is built on Digital Sequencing™ technology, a proprietary method of capturing and genomically profiling trace fragments of tumor DNA that are shed into the blood stream ("cell-free DNA"), while also providing sequencing information at the single-molecule level. A patient's cancer genomics continues to evolve and change over time due to treatment pressure, which can cause therapy failure. For the first time, oncologists now have a way to easily track tumor changes with a simple blood test.



In just two years, Guardant Health has taken a promising idea through clinical validation and to commercial launch. Since launch, Guardant360 has demonstrated strong clinical utility as 75% of the genomic alterations identified in the patient specimens are actionable.

"We are honored to be recognized by the World Economic Forum and humbled to be among the esteemed past and present award winners," said Helmy Eltoukhy, Ph.D., Co-founder and Chief Executive Officer of Guardant Health. "Our mission remains the same: to turn cancer into a manageable disease. We stay committed to ensuring positive impact for patients and helping to reduce both the financial and physical burden of cancer."

### **About World Economic Forum**

The World Economic Forum is an independent international organization committed to improving the state of the world by engaging business, political, academic and other leaders of society to shape global, regional and industry agendas.

Incorporated as a not-for-profit foundation in 1971 and headquartered in Geneva, Switzerland, the Forum is tied to no political, partisan or national interests ([www.weforum.org](http://www.weforum.org)).

### **About Guardant Health**

Guardant Health is focused on developing breakthrough diagnostic technologies that possess the ability to transform cancer from a terminal illness to a manageable disease. Guardant was founded in 2012 by a team of entrepreneurs with high-ranking expertise in next-generation sequencing, single-cell genomics and cancer diagnostics. Guardant Health is committed to contributing a positive significant impact on patient health through cutting-edge technology that addresses long-standing unmet needs in oncology. ([www.guardanthealth.com](http://www.guardanthealth.com))

Logo - <http://photos.prnewswire.com/prnh/20140212/SF64352LOGO>

SOURCE Guardant Health

# **EXHIBIT 6**

# Cancer Clinics of Excellence Fall Congress Opens Tonight

---

NEWS PROVIDED BY

**Cancer Clinics of Excellence →**

Sep 19, 2013, 06:01 ET

---

WASHINGTON, Sept. 19, 2013 /PRNewswire-USNewswire/ -- Cancer Clinics of Excellence will be convening our 7th Annual Fall Meeting and Clinical Congress tonight at the Renaissance Hotel at 999 9th St NW, Washington, DC in the Grand Ballroom North. Our keynote speaker is Sharyl Nass, PhD, Director of Cancer Policy at the Institute of Medicine. Dr. Nass will be sharing the results of their new project report on **Delivering High Quality Cancer Care: Charting a New Course for a System in Crisis IOM Project Study Report**. We will follow that session with a panel discussion on how CCE is implementing many of these initiatives in the community setting.

The meeting will continue on Friday and Saturday with the following speakers and topics:



- **Improving Cancer Outcomes Through Disruptive Next-Gen Technologies** - Dietrich Stephan, PhD, Founder, President, and CEO, Silicon Valley Biosystems
- **Chimeric Antigen Receptors - Modified T Cells for Acute Lymphoid Leukemia** - Noelle Frey, MD, MS, University of Pennsylvania
- **Integration of Genetics, Genomics and Biology in Personalize Medicine** - Jeffrey Trent, PhD, President and Research Director of the Translational Genomic Research Institute
- **Detection of Circulating Tumor Cell-Free DNA** – Helmy Eltoukhy, Founder; Michael Wiley, CFO, Guardant
- **PD1 and Its Ligands in Tolerance and Immunity** - Patrick A. Ott, MD, PhD, Clinical Director, Melanoma Disease Center, Dana Farber Cancer Institute
- **Big Data's Impact on Evidence-based Cancer Care-** Nat Turner, Co-Founder, Zach Weinberg, Co-Founder, Robin Shah, Flatiron Health
- **Clinical Trials Patient Stratification – A Live Tumor Board** – Chris Corless, MD, PhD, Knight Diagnostic Laboratories, Oregon Health Sciences University

SOURCE Cancer Clinics of Excellence